

RE: Revenue, Revenue, Revenue .....

**Subject:** RE: Revenue, Revenue, Revenue .....  
**From:** "Rick Weidinger" <rick@weidingerfamily.com>  
**Date:** Fri, 12 Sep 2008 08:51:06 -0400  
**To:** "Adil Shafi" <adil.shafi@shafiinc.com>  
**CC:** "Jim Dara" <jimdara@braintech.com>, "Pete Manias" <pmanias@braintech.com>, "Adil Shafi" <ashafi@braintech.com>

Adil,

Please forward the draft employment letters for donna and elsie. We will include a sales/revenue commitment to elise in government sales and/or integrator sales/revenue although I am still unsure how she fits in productively. You well understand the importance of revenue generation and the cash flow situation of Braintech and fully understand how important it is to spend our hiring dollars wisely. Every new hire will need to be revenue productive. This is critical.

It is my understanding that we have purchased salesforce.com for sales tracking and that pete and you have begun the integrator program. Part of elise's responsibility will be assisting this integrator program.

If there is a problem with the revenue conditions included below, let me know asap. We continue to talk each morning at 7:30 am. It is my understanding everything is moving forward and that the sales plan with additional hires will be submitted for approval by September 30.

Additionally, we need the travel budget and phone plan put together asap. Everyone is required to submit travel requests at least 2 weeks in advance for approval.

Please let me know when your revenue conference call to discuss these revenues is scheduled. The follow up to this revenue conference call is scheduled for the 24 which should give everyone plenty of time to be prepared and present a coherent revenue plan on 24.

Best, Rick Weidinger

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**From:** Adil Shafi [mailto:adil.shafi@shafiinc.com]  
**Sent:** Friday, September 12, 2008 4:31 AM  
**To:** Rick Weidinger  
**Cc:** Jim Dara; Pete Manias; Adil Shafi  
**Subject:** Re: Revenue, Revenue, Revenue .....

Rick,

Yes, this is the key focus now.

Pete, Jim and I will talk today

and continue our daily call regimen

(EST : 630am Jim Dara, 830am Pete Manias)

To achieve our sales goals we are focusing first on tools:

Sales Tracking and the Integrator Program.

Our Daily call regimen.

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these two tools,

and the immediate hiring of Donna Burr, Elsie White and Kevin Geshel

are ABSOLUTELY KEY to our sales and revenue success.

Gents,

Please be aware of the Revenue Conditions that are in my Employment Agreement.

This Is public stuff but important to put in perspective here.

Best, Adil

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**Revenue Related Condition 1:** Direct Hiring : Hiring by BRAINTECH of Elsie White and Donna Burr on or about September 1, 2008. Each employee shall agree to employment offer and conditions thereof. Donna will work out of the to-be-selected Detroit area office unless there exists a hardship agreed to by CEO. Elsie White will travel when necessary but will track and monitor and assist with Government Sales from her home in Houghton, Michigan.

**Revenue Related Condition 2:** Regular Operational Execution Authority to EXECUTIVE : EXECUTIVE shall have direct operational authority for technical and sales functions (exception: the Chief Technology Officer and Chief Sales Officer shall report to CEO but have dotted line responsibility to EXECUTIVE but EXECUTIVE will have operational authority over each function). EXECUTIVE shall have full authority to execute daily operational authority of business for the technology and sales of the BRAINTECH. Strategic directions of BRAINTECH in both respects shall be with agreement of CEO. EXECUTIVE will have authority to exercise disciplinary warnings and take necessary actions in order to direct technical and sales functions of the BRAINTECH. EXECUTIVE shall notify and obtain prior consent of CEO of such warnings and actions.

**Revenue Related Condition 3:** Employee Incentive for Revenue Related Goals : EXECUTIVE to develop and prepare Bonus Securities (bonus stock and stock options) Compensation Plan to motivate and incent Braintech employees to achieve revenue commitments. Such Bonus Plan shall be subject to approval of CEO and the Compensation Committee of the Board of Directors of BRAINTECH. Compensation Plan will be part of Sales Plan due by September 30, 2008.

**Revenue Related Condition 4:** Organizational Hierarchy and Decisions: EXECUTIVE as Chief Operating Officer of BRAINTECH and President of SHAFI, Inc., and SHAFI Innovation, Inc. shall report directly to CEO for the duration of his three year Employment Agreement. EXECUTIVE to confer weekly or more frequently with CEO or upon CEO request. EXECUTIVE shall be given daily operational authority regarding revenue and sales. Strategic sales decisions as well as marketing and financial sales (ROI) decisions shall be subject to consultation with and the consent of CEO.

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Adil, Jim and Pete,

Can you guys schedule a conference call for either Monday, Tuesday or Wednesday [amongst yourselves] of next week to do a complete review of the sources and product sales for the following revenue commitments. Many critical things are predicated on the realization of these monthly and quarterly



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revenues. I need the comfort that a coherent and successful plan is developed to achieve them. I will participate in a follow up call with you all on September 24<sup>th</sup>. Our sales and incentive plan is scheduled to be complete by September 30<sup>th</sup>.

Best, Rick

**Shafi Pipeline non-automotive revenues per debt schedule:**

September 2008 - \$25,000  
 October 2008 - \$75,000  
 November 2008 - \$75,000  
 December 2008 - \$85,000  
 January 2009 - \$30,000  
 February 2009 - \$30,000  
 March 2009 - \$75,000  
 April 2009 - \$100,000  
 May 2009 - \$150,000  
 June 2009 - \$150,000  
 July 2009 - \$137,500  
 August 2009 - \$137,500  
 September 2009 - \$137,500  
 October 2009 - \$137,500  
 November 2009 - \$137,500  
 December 2009 - \$137,500

**Shafi Milestone Revenue Commitments: all sources**

3<sup>rd</sup> qtr 2008 – 0  
 4<sup>th</sup> qtr 2008 – \$450,000 non-auto roll-up revenue except ABB  
 1<sup>st</sup> qtr 2009 – \$900,000 non-auto roll-up revenue  
 2<sup>nd</sup> qtr 2009 – \$1,500,000 roll-up revenue  
 3<sup>rd</sup> qtr 2009 – \$1,750,000 roll-up revenue  
 4<sup>th</sup> qtr 2009 - \$1,950,000 roll-up revenue